## SPECIAL POWER OF ATTORNEY<sup>1</sup>

# for the representation of <u>natural persons</u> in the Ordinary and Extraordinary General Meetings of the Shareholders

### of Banca Transilvania S.A.

I, undersigned			with the ID series				
no	with	t	the		address		ir
with PIN			ho	lder of		share	s issued
by Banca Transilvan	ia S.A., giving me	the right	to the sa	ame nun	nber of vote	es in the	Genera
Meeting of Sharehold	ders and accountin	g for	%	of the sh	are capital	and	%
of the total numb representative)			•		t Mr/Mrs.	. (name	of the
in		with	ID/pas	ssport	series		no
	PIN			to r	epresent m	ne in the	Genera
Meeting of Sharehol	ders, ordinary and	l extraord	linary, to	be held	l on <b>April</b>	26, 201	7 hours
14,00 respectively ho	ours 15,00 at Hote	l Opera P	laza in C	luj-Nap	oca, Genera	al Traian	Mosoiu
Street, no. 10-12 or o	n <b>April 27, 2017</b> ,	hours 14	,00, resp	ectively	hours 15,0	o, when a	second
meeting is to be held	in case the first m	eeting ha	s not be	en held,	to exercise	the votin	g rights
for its shares recorde	ed in the Sharehol	ders' Regi	ister at t	he end o	f the day A	pril 14 <sup>th</sup> ,	2017 as
follows:							

<sup>&</sup>lt;sup>1</sup> This power of attorney is made in 3 (three) copies, one signed in original is to be sent to the Head Office of Banca Transilvania, Cluj-Napoca, street George Baritiu no.8 by the date of **20 April 2017**, **17:00**, in an envelope clearly indicating "For the General Meeting of Shareholders of the 26th/27th of April 2017", under the sanction of losing the voting right by representative in the GSM under the law. The power of attorney may be sent also by e-mail (until the same date mentioned above) by means of document signed with extended electronic signature, according to Law no. 455/2001 regarding electronic signatures – to the e-mail address: flavia.vandor@btrl.ro, with the title "For the General Meeting of Shareholders of the 26th/27th of April 2017". The power of attorney will be accompanied by a copy of the identification document of the individual shareholder.



# **For the Ordinary General Meeting:**

I. Approval of the annual statutory IFRS financial statements for the 2016					
financial year, in compliance with NBR's Order No. 27/2010, as subsequently					
amended, together with the Report of the Board of Directors and the Report of					
the Independent Auditor.					
For $\square$	Against	Abstention			
II. Approval of the net profit	distribution in the sum	of 1 228 440 218 lei as			
follows: allocation of the sum of					
the sum of 914.388.129 lei for		•			
219.000.000 lei will be paid a	_	·			
share of 0,0600650382 lei.	as dividends. Approvar c	or a gross dividend per			
share of 0,0000050502 fer.					
For	Against	Abstention			
III. Discharge of directors for 2016.					
For	Against 🗆	Abstention			
IV. Approval of the revenue and expenditure budget and the investment plan					
for 2017 (business plan for 2017).					
For	Against	Abstention $\square$			
V. Establishing the directors' remuneration for 2017, including the maximum					
cap of additional remunerations (fixed and variable) granted to directors and					
managers.	, 0				
For	Against 🗆	Abstention			



1. MIRELA ILEANA BORDEA

SWIFT: BTRLRO22 C.U.I. RO 50 22 670 R.B. - P.J.R. 12 - 019 - 18.02.1999 Nr. Înreg. Reg. Com.: J12 / 4155 / 1993

VI. Election of a director for the period remaining until the expiry of the mandate of the current Board of Directors (i.e. until April 2018), given the available vacancy.

For	Against $\square$	Abstention				
2. CALIMAN LAUR	ENTIU					
For	Against $\square$	Abstention				
the date of identification o	of the shareholders who	e registration date (defined as are to benefit from dividends the ex date – August 3, 2017.				
For	Against $\square$	Abstention				
VIII. Approval of the date distribution.	of August 10 <sup>th</sup> , 2017 as	the payment date for dividend				
For	Against $\square$	Abstention $\square$				
IX. Approval of the mandates for the Board of Directors and for its individual members to carry out the decisions adopted by the Ordinary General Meeting of Shareholders.						
For	Against $\square$	Abstention				



# For the Extraordinary General Meeting:

I. Increase of the share capital with the amount of 695.388.129 lei by issuing 695.388.129 new shares, at a nominal value of 1 leu/share as well the determination of the price at which the fractions of shares will be compensated following the application of the algorithm and the rounding of the results, in accordance with the applicable legal provisions. The increase in the share capital will be carried out by using the following sources:  Capitalization of reserves from the net profit of the year 2016 in amount of 695.388.129 lei, by issuing a number of 695.388.129 lei, with a nominal value of 1 leu/share in the benefit of the shareholders registered with the Shareholding Register held by the Central Depository at the registration date that will be established by the GSM (proposed date August 4th, 2017).					
For	Against $\square$	Abstention			
II. Approval of the share buyback by the Bank, in accordance with the applicable legal provisions, under the following terms and conditions: maximum 25.000.000 shares (0.6856% of the total shares included in the share capital) with a nominal value of RON 1/share at a minimum price equal to the market price on BSE at the moment of the buyback and a maximum price of RON 3,5 for a period of maximum 18 months as of the publishing date of the EGMS resolution in the Official Gazette of Romania, Part IV, part of a stock option plan with the purpose of implementing a remuneration program and a personnel incentive program for a period of at least 3 years as well as the payment of fixed remuneration, and the granting of a mandate for the Board of Directors for the enforcement of this resolution.					
For	Against $\square$	Abstention			
III. Approval of the date of August 4 <sup>th</sup> , 2017 as the registration date and of the ex-date – August 3 <sup>rd</sup> , 2017.					
For	Against $\square$	Abstention			



IV. Approval of the date of August 7th, 2017 as the payment date for distribution of shares following the share capital increase. For  $\square$ Against  $\square$ Abstention  $\Box$ V. Approval of the mandates for the Board of Directors and individually for each of its members, in order to carry out the decisions of the Extraordinary **General Shareholders Meeting.** For  $\square$ Against  $\square$ Abstention  $\square$ This power of attorney is valid only for the General Meeting of Shareholders, ordinary and extraordinary, to be held on April 26, 2017 hours 14,00 respectively hours 15,00 at the Hotel Opera Plaza in Cluj-Napoca, General Traian Mosoiu Street, no. 10-12 or on April 27, 2017, hours 14,00, respectively hours 15,00, when a second meeting is to be held in case the first meeting has not been held, my representative having the obligation to vote according to the given instructions. By the present document, I give power of attorney to my representative to vote in accordance with the above instructions and I hereby give him full power of attorney to vote on any issues which have not been identified and included in the agenda of the GSM until the date of signature of the present document. Name: (capital letters) Signature: \_\_\_\_\_